

EXHIBIT D



INTEGRATED TECHNOLOGY USA, INC.

545 CEDAR LANE TEANECK, NJ 07666 TEL: 201 907-0200 FAX: 201 907-0344

FAX Cover Letter

TO: Tertiaire Investissement^{ment} DATE: September 9, 1996

Attn: Herve Debache

Fax: 011 331 426 65022

PAGES (including this one): 6

From: Alan Haber

MESSAGE:

Dear Stockholder:

In connection with the company's proposed initial public offering, the underwriters require each stockholder of the company to complete the enclosed questionnaire. The information solicited by the questionnaire is necessary in order to enable the underwriters to comply with the applicable rules of the National Association of Securities Dealers, Inc.

Accordingly, we request that you complete the questionnaire and fax it back to Integrated Technology at 201-907-0344. In order to enable us to proceed with the scheduled time table for the public offering, we ask that you fax back the questionnaire as soon as possible.

If you have any questions concerning the questionnaire or regarding the filling out of the questionnaire, please contact our counsel, Joseph Ehrenreich, at 212-302-8050.

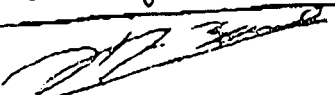
Thank you for your prompt attention to this matter.

Sincerely,

Alan Haber

Please fill out the questionnaire and sign it all in the name of Tertiaire Investissement. Thank-you!

H. DEBACHE in the

Name: Name of FORTUNE INVESTISSEMENT
**INTEGRATED TECHNOLOGY USA, INC.****QUESTIONNAIRE REGARDING
NASD AFFILIATIONS**

In connection with the preparation of a Registration Statement, including a Prospectus, for the proposed public offering of securities of Integrated Technology USA, Inc. (the "Company") please furnish the information required below; date and execute this questionnaire and, as soon possible, return one copy to Robert S. Martin, Esq., Camby Karlinsky & Stein LLP, 1740 Broadway, New York, New York 10019, (212) 977-6600.

1. In order to enable compliance with the filing requirements of the National Association of Securities Dealers, Inc. (the "NASD") in connection with the proposed public offering, please state whether:

(a) You or your associates or affiliates are:

- (i) a member or a person associated with a member of the NASD; or
- (ii) associated with an "underwriter or related person" with respect to the proposed public offering by the Company (see definitions below).

Yes ☐ No ☒

(b) You or your associates or affiliates are an owner of stock or other securities of any NASD member (other than securities purchased on the open market).

Yes ☐ No ☒

(c) You or your associates or affiliates have made a subordinated loan to any NASD member.

Yes ☐ No ☒

(d) If you marked "yes" to any of questions a-c above, please briefly describe the facts below, including the identity of such NASD member and any information, if known, as to whether such NASD member intends to participate in any capacity in the Company's proposed public offering, including the details of such participation:

(e) If you marked "yes" to any of questions a-c above, please briefly describe below the number of shares of each class of equity securities of the Company with respect to which, as of the date of your response, you had or shared voting or investment power by reason of your record ownership thereof or directly or indirectly by reason of any contract, arrangement or otherwise (including by reason of any relationship by blood, marriage or adoption). Voting and investment power include the power to vote, or direct the voting of, dispose of or direct the disposition of such equity securities. In addition, please describe the details of the acquisition of the Company's securities and/or the voting or investment power therein (including relevant dates and the amount of consideration paid).

2. Please indicate below whether or not you have any information pertaining to underwriting compensation and arrangements or items of value received or to be received by any "underwriter or related person" (see definitions below) or any dealings between any "underwriter or related person" (see definitions below), "member" (see definitions below) of the NASD, or a person "associated with a member" on the one hand and the Company, its officers, directors, employees or stockholders on the other hand, other than information relating to the proposed public offering by the Company.

☐ Yes, I know of such information.

☒ No, I know of no such information.

If yes, please describe below:

3. Set forth below as to ALL sales and dispositions (including contracts to sell or to dispose) of securities of the Company by you in the past to any "member" (see definitions below) of the NASD, any "person associated with a member," or any "underwriter or related person" (see definitions below) with respect to the proposed public offering, as well as to all proposed sales and dispositions by you which are to be consummated in whole or in part within the next 12 months:

<u>Seller or Prospective Seller</u>	<u>Amount and Nature of Securities</u>	<u>Price or Other Consideration</u>	<u>Date</u>
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NONE

4. Set forth below any information, if known, as to whether any "member" of the NASD, "underwriter or related person," "affiliate" of a member of the NASD or "person associated with a member" of the NASD may receive any portion of the net proceeds:

N / A

In the event that any of the information furnished by you in response to this questionnaire becomes inaccurate or incomplete or otherwise changes prior to the effective date of the Registration Statement, please promptly notify Robert S. Matlin, Esq., Camby Karlinsky & Stein LLP, 1740 Broadway, Sixteenth Floor, New York, New York 10019-4315, and furnish such supplementary information as may be appropriate.

DEFINITIONS:

Definition of "Member" and "Person Associated With a Member."

Section 3 of the NASD's By-Laws defines the term "member" to mean any broker or dealer admitted to membership in the NASD or any officer or partner of such a member, the executive representative of such a member or the substitute for such a representative, and defines the term a "person associated with a member" to mean every sole proprietor, partner, officer, director, or branch manager of any member, or any natural person occupying a similar status or performing similar functions or any natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled by such member (for example, any employee), whether or not such person is registered or exempt from registration with the NASD.

Definition of "Executive Officer, Principal Shareholder" and "Affiliate."

The rules of the Securities and Exchange Commission (the "SEC") define an "executive officer" of a corporation as its President, any Vice President in charge of a principal business unit, division or function (such as sales, administration or finance) or any other officer or person who performs a policy making function. Executive officers of subsidiaries and divisions who perform policy making functions for the corporation may be deemed executive officers of the corporation. For purposes of this questionnaire, the term "principal shareholder" means a beneficial owner of 5 % or more of the outstanding shares of any class of the Company's voting securities. The rules of the SEC define an "affiliate" of a company as a person who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the company.

Definition of "Associate."

The rules of the SEC define your "Associate" as:

- (a) any corporation or organization (other than the Company or any of its subsidiaries) of which you are an officer or partner or of which you are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;
- (b) any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar fiduciary capacity; and
- (c) any relative or spouse of yours, or any relative of such spouse, who has the same home as you or who is a director or officer of the Company or any of its subsidiaries.

Definition of "Underwriter or Related Person."

For purposes of this questionnaire, the term "underwriter or related person" includes, with respect to a proposed offering, an underwriter, underwriter's counsel, financial consultants and advisors, finders, members of the selling or distribution group, any member (as defined above) participating in the public offering and any and all persons associated with or related to, and "immediate family members" (as defined below).

Definition of "Immediate Family Member."

For the purposes of this questionnaire, the term "immediate family member" is defined as parents, mother-in-law or father-in-law, husband or wife, brother or sister, brother-in-law or sister-in-law, son-in-law or daughter-in-law, and children, or any person who is supported directly or indirectly, to a material extent by an employee or associated person of a member.

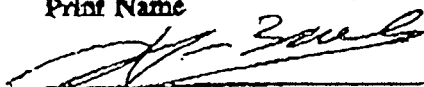
Definition of "Associated Person of a Member."

The rules of the NASD define "associated person of a member" as every sole proprietor, general or limited partner, officer, director or branch manager of any member or any natural person occupying a similar status or performing similar functions, or any natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled by such member whether or not any such person is registered or exempt from the NASD.

I hereby certify that the information and statements set forth herein are true and correct.

HERVÉ DEBACHE (REDACTED)

Print Name



Signature

Address: TERTIAIRE INVESTISSEMENT
12 Rue TRONCHET
PARIS FRANCE

33.1.42.66.90.77

Print Telephone No. (including area code)

Dated: 9/10/1996, 1996